

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

June 14, 2002

RECORDATION NO. 23997-B FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

JUN 14 '02 4-35 PM

SURFACE TRANSPORTATION BOARD

Re: DEC Trust No. 2002-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement, dated June 14, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: State Street Bank and Trust Company of
Connecticut, N.A., not in its individual capacity,
but solely as Owner Trustee
225 Asylum Street
Goodwin Square
Hartford, Connecticut 06103

Indenture Trustee: Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890-0001

Mr. Vernon A. Williams
June 14, 2002
Page 2

A description of the railroad equipment covered by the enclosed document is:

588 aluminum bodied rotary dump gondola railcars within the series DEEX 4877 - DEEX 8999.

A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm

RECORDATION NO. 23997-B FILED

JUN 14 '02 4:35 PM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

DEC TRUST NO. 2002-A

Memorandum of Trust Indenture and Security Agreement made and entered into on June 14, 2002 by and between Wilmington Trust Company, a Delaware banking corporation, as indenture trustee ("Indenture Trustee"), and State Street Bank and Trust Company of Connecticut, N.A., a national banking association, not in its individual capacity but solely as owner trustee ("Owner Trustee").

WITNESSETH

The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Indenture"), dated June 14, 2002, by which the Owner Trustee has granted a security interest in certain aluminum gondola rail cars [bearing DEEX number] as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to the Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.


(signatures continued on the following page)

06/14/2002 13:22 MILLER CONFIELD → 2#036#912023932156

Signature page to Memorandum of Indenture (WF)

IN WITNESS WHEREOF, the parties to this Memorandum of Indenture have caused this Agreement to be duly executed by their respective Authorized Officers, as of the day and year first above written.

WILMINGTON TRUST COMPANY, a
Delaware banking corporation, as Indenture
Trustee

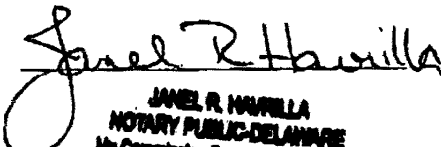
By 
Anita E. Dallego
Senior Financial Services Officer
Title: _____

Executed on this ____ day of June 2002.

STATE OF Delaware)
) SS.
COUNTY OF New Castle)

On this, the 14 day of June, 2002, before, a Notary Public in and for said County and State, personally appeared Anita E. Dallego, who being by me duly sworn says that (s)he is the Senior Financial Services Officer Trust Company, a Delaware corporation, that said instrument was signed June __, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


JANEL R. HUWILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires Feb. 2, 2005

Trust II (182)

1	DEEX 4797	57	DEEX 5219	113	DEEX 5285
2	DEEX 4871	58	DEEX 5220	114	DEEX 5286
3	DEEX 4892	59	DEEX 5221	115	DEEX 5287
4	DEEX 4921	60	DEEX 5222	116	DEEX 5288
5	DEEX 4931	61	DEEX 5223	117	DEEX 5289
6	DEEX 4957	62	DEEX 5224	118	DEEX 5291
7	DEEX 4965	63	DEEX 5225	119	DEEX 5292
8	DEEX 4977	64	DEEX 5226	120	DEEX 5293
9	DEEX 4981	65	DEEX 5227	121	DEEX 5294
10	DEEX 4982	66	DEEX 5228	122	DEEX 5295
11	DEEX 4984	67	DEEX 5229	123	DEEX 5296
12	DEEX 4987	68	DEEX 5232	124	DEEX 5297
13	DEEX 4989	69	DEEX 5233	125	DEEX 5299
14	DEEX 4990	70	DEEX 5234	126	DEEX 5301
15	DEEX 4991	71	DEEX 5235	127	DEEX 5302
16	DEEX 4992	72	DEEX 5236	128	DEEX 5303
17	DEEX 4993	73	DEEX 5237	129	DEEX 5304
18	DEEX 4995	74	DEEX 5238	130	DEEX 5305
19	DEEX 4997	75	DEEX 5240	131	DEEX 5306
20	DEEX 4999	76	DEEX 5242	132	DEEX 5307
21	DEEX 5160	77	DEEX 5243	133	DEEX 5308
22	DEEX 5170	78	DEEX 5245	134	DEEX 5309
23	DEEX 5175	79	DEEX 5246	135	DEEX 5310
24	DEEX 5180	80	DEEX 5248	136	DEEX 5311
25	DEEX 5183	81	DEEX 5249	137	DEEX 5312
26	DEEX 5185	82	DEEX 5250	138	DEEX 5313
27	DEEX 5186	83	DEEX 5251	139	DEEX 5314
28	DEEX 5187	84	DEEX 5252	140	DEEX 5315
29	DEEX 5189	85	DEEX 5253	141	DEEX 5316
30	DEEX 5190	86	DEEX 5255	142	DEEX 5317
31	DEEX 5191	87	DEEX 5256	143	DEEX 5318
32	DEEX 5193	88	DEEX 5257	144	DEEX 5319
33	DEEX 5194	89	DEEX 5259	145	DEEX 5320
34	DEEX 5195	90	DEEX 5260	146	DEEX 5321
35	DEEX 5197	91	DEEX 5261	147	DEEX 5322
36	DEEX 5198	92	DEEX 5262	148	DEEX 5323
37	DEEX 5199	93	DEEX 5264	149	DEEX 5324
38	DEEX 5200	94	DEEX 5265	150	DEEX 5329
39	DEEX 5201	95	DEEX 5266	151	DEEX 5331
40	DEEX 5202	96	DEEX 5267	152	DEEX 5332
41	DEEX 5203	97	DEEX 5268	153	DEEX 5333
42	DEEX 5204	98	DEEX 5269	154	DEEX 5334
43	DEEX 5205	99	DEEX 5270	155	DEEX 5335
44	DEEX 5206	100	DEEX 5271	156	DEEX 5336
45	DEEX 5207	101	DEEX 5272	157	DEEX 5338
46	DEEX 5208	102	DEEX 5273	158	DEEX 5340
47	DEEX 5209	103	DEEX 5275	159	DEEX 5345
48	DEEX 5210	104	DEEX 5276	160	DEEX 5346
49	DEEX 5211	105	DEEX 5277	161	DEEX 5347
50	DEEX 5212	106	DEEX 5278	162	DEEX 5349
51	DEEX 5213	107	DEEX 5279	163	DEEX 5350
52	DEEX 5214	108	DEEX 5280	164	DEEX 5352
53	DEEX 5215	109	DEEX 5281	165	DEEX 5355
54	DEEX 5216	110	DEEX 5282	166	DEEX 5356
55	DEEX 5217	111	DEEX 5283	167	DEEX 5357
56	DEEX 5218	112	DEEX 5284	168	DEEX 5358

Trust II (182)

169	DEEX 5359
170	DEEX 5360
171	DEEX 5361
172	DEEX 5362
173	DEEX 5363
174	DEEX 5364
175	DEEX 5366
176	DEEX 5367
177	DEEX 5368
178	DEEX 5369
179	DEEX 5370
180	DEEX 5371
181	DEEX 5372
182	DEEX 5373

1 DEEX 4877
2 DEEX 4894
3 DEEX 4983
4 DEEX 5164
5 DEEX 5171
6 DEEX 5231
7 DEEX 5241
8 DEEX 5244
9 DEEX 5247
10 DEEX 5254
11 DEEX 5325
12 DEEX 5326
13 DEEX 5327
14 DEEX 5328
15 DEEX 5330
16 DEEX 5339
17 DEEX 5341
18 DEEX 5342
19 DEEX 5243
20 DEEX 5344
21 DEEX 5348
22 DEEX 5351
23 DEEX 5354
24 DEEX 5365
25 DEEX 5374
26 DEEX 5375
27 DEEX 5376
28 DEEX 5377
29 DEEX 5378
30 DEEX 5379
31 DEEX 5380
32 DEEX 5381
33 DEEX 5382
34 DEEX 5383
35 DEEX 5384
36 DEEX 5385
37 DEEX 5386
38 DEEX 5387
39 DEEX 5388
40 DEEX 5389
41 DEEX 5390
42 DEEX 5392
43 DEEX 5393
44 DEEX 5394
45 DEEX 5395
46 DEEX 5396
47 DEEX 5397
48 DEEX 5398
49 DEEX 5399
50 DEEX 5400
51 DEEX 5402
52 DEEX 5403
53 DEEX 5404
54 DEEX 5405
55 DEEX 5406
56 DEEX 5407

TRUST III

57 DEEX 5409
58 DEEX 5410
59 DEEX 5411
60 DEEX 5412
61 DEEX 5413
62 DEEX 5414
63 DEEX 5416
64 DEEX 5417
65 DEEX 5418
66 DEEX 5419
67 DEEX 5420
68 DEEX 5421
69 DEEX 5422
70 DEEX 5423
71 DEEX 5424
72 DEEX 5425
73 DEEX 5426
74 DEEX 5427
75 DEEX 5428
76 DEEX 5429
77 DEEX 5430
78 DEEX 5431
79 DEEX 5432
80 DEEX 5433
81 DEEX 5434
82 DEEX 5435
83 DEEX 5436
84 DEEX 5437
85 DEEX 5438
86 DEEX 5439
87 DEEX 5440
88 DEEX 5441
89 DEEX 5442
90 DEEX 5443
91 DEEX 5444
92 DEEX 5445
93 DEEX 5446
94 DEEX 5447
95 DEEX 5449
96 DEEX 5450
97 DEEX 5451
98 DEEX 5452
99 DEEX 5453
100 DEEX 5454
101 DEEX 5455
102 DEEX 5456
103 DEEX 5457
104 DEEX 5458
105 DEEX 5459
106 DEEX 5460
107 DEEX 5461
108 DEEX 5463
109 DEEX 5464
110 DEEX 5465
111 DEEX 5466
112 DEEX 5467

113 DEEX 5468
114 DEEX 5469
115 DEEX 5470
116 DEEX 5471
117 DEEX 5472
118 DEEX 5473
119 DEEX 5474
120 DEEX 5476
121 DEEX 5477
122 DEEX 5478
123 DEEX 5479
124 DEEX 5480
125 DEEX 5481
126 DEEX 5482
127 DEEX 5483
128 DEEX 5484
129 DEEX 5485
130 DEEX 5486
131 DEEX 5487
132 DEEX 5488
133 DEEX 5489
134 DEEX 5491
135 DEEX 5492
136 DEEX 5493
137 DEEX 5494
138 DEEX 5495
139 DEEX 5496
140 DEEX 5497
141 DEEX 5498
142 DEEX 5499
143 DEEX 5500
144 DEEX 5801
145 DEEX 5802
146 DEEX 5803
147 DEEX 5804
148 DEEX 5805
149 DEEX 5806
150 DEEX 5807
151 DEEX 5808
152 DEEX 5809
153 DEEX 5810
154 DEEX 5811
155 DEEX 5812
156 DEEX 5813
157 DEEX 5814
158 DEEX 5815
159 DEEX 5816
160 DEEX 5817
161 DEEX 5818
162 DEEX 5819
163 DEEX 5820
164 DEEX 5821
165 DEEX 5822
166 DEEX 5823
167 DEEX 5824
168 DEEX 5825

TRUST III

169	DEEX 5826	225	DEEX 5884	281	DEEX 5943
170	DEEX 5827	226	DEEX 5885	282	DEEX 5944
171	DEEX 5828	227	DEEX 5886	283	DEEX 5945
172	DEEX 5829	228	DEEX 5887	284	DEEX 5946
173	DEEX 5830	229	DEEX 5888	285	DEEX 5947
174	DEEX 5831	230	DEEX 5889	286	DEEX 5948
175	DEEX 5832	231	DEEX 5890	287	DEEX 5949
176	DEEX 5833	232	DEEX 5891	288	DEEX 5950
177	DEEX 5834	233	DEEX 5892	289	DEEX 5951
178	DEEX 5835	234	DEEX 5893	290	DEEX 5952
179	DEEX 5836	235	DEEX 5894	291	DEEX 5953
180	DEEX 5837	236	DEEX 5896	292	DEEX 5954
181	DEEX 5838	237	DEEX 5897	293	DEEX 5956
182	DEEX 5839	238	DEEX 5898	294	DEEX 5957
183	DEEX 5840	239	DEEX 5899	295	DEEX 5958
184	DEEX 5842	240	DEEX 5900	296	DEEX 5959
185	DEEX 5843	241	DEEX 5901	297	DEEX 5960
186	DEEX 5844	242	DEEX 5902	298	DEEX 5961
187	DEEX 5845	243	DEEX 5903	299	DEEX 5962
188	DEEX 5846	244	DEEX 5904	300	DEEX 5963
189	DEEX 5847	245	DEEX 5905	301	DEEX 5964
190	DEEX 5848	246	DEEX 5906	302	DEEX 5965
191	DEEX 5849	247	DEEX 5908	303	DEEX 5966
192	DEEX 5850	248	DEEX 5909	304	DEEX 5967
193	DEEX 5851	249	DEEX 5910	305	DEEX 5968
194	DEEX 5852	250	DEEX 5911	306	DEEX 5969
195	DEEX 5853	251	DEEX 5912	307	DEEX 5970
196	DEEX 5854	252	DEEX 5913	308	DEEX 5971
197	DEEX 5855	253	DEEX 5914	309	DEEX 5972
198	DEEX 5856	254	DEEX 5915	310	DEEX 5973
199	DEEX 5857	255	DEEX 5916	311	DEEX 5974
200	DEEX 5858	256	DEEX 5917	312	DEEX 5975
201	DEEX 5859	257	DEEX 5918	313	DEEX 5976
202	DEEX 5860	258	DEEX 5919	314	DEEX 5977
203	DEEX 5861	259	DEEX 5920	315	DEEX 5978
204	DEEX 5862	260	DEEX 5922	316	DEEX 5979
205	DEEX 5864	261	DEEX 5923	317	DEEX 5980
206	DEEX 5865	262	DEEX 5924	318	DEEX 5981
207	DEEX 5866	263	DEEX 5925	319	DEEX 5982
208	DEEX 5867	264	DEEX 5926	320	DEEX 5983
209	DEEX 5868	265	DEEX 5927	321	DEEX 5984
210	DEEX 5869	266	DEEX 5928	322	DEEX 5985
211	DEEX 5870	267	DEEX 5929	323	DEEX 5986
212	DEEX 5871	268	DEEX 5930	324	DEEX 5988
213	DEEX 5872	269	DEEX 5931	325	DEEX 5989
214	DEEX 5873	270	DEEX 5932	326	DEEX 5990
215	DEEX 5874	271	DEEX 5933	327	DEEX 5991
216	DEEX 5875	272	DEEX 5934	328	DEEX 5992
217	DEEX 5876	273	DEEX 5935	329	DEEX 5993
218	DEEX 5877	274	DEEX 5936	330	DEEX 5994
219	DEEX 5878	275	DEEX 5937	331	DEEX 5995
220	DEEX 5879	276	DEEX 5938	332	DEEX 5996
221	DEEX 5880	277	DEEX 5939	333	DEEX 5997
222	DEEX 5881	278	DEEX 5940	334	DEEX 5998
223	DEEX 5882	279	DEEX 5941	335	DEEX 5999
224	DEEX 5883	280	DEEX 5942	336	DEEX 6000

TRUST III

337	DEEX 8925	393	DEEX 8984
338	DEEX 8926	394	DEEX 8985
339	DEEX 8927	395	DEEX 8986
340	DEEX 8928	396	DEEX 8987
341	DEEX 8929	397	DEEX 8988
342	DEEX 8930	398	DEEX 8989
343	DEEX 8931	399	DEEX 8990
344	DEEX 8932	400	DEEX 8991
345	DEEX 8933	401	DEEX 8992
346	DEEX 8935	402	DEEX 8993
347	DEEX 8936	403	DEEX 8994
348	DEEX 8937	404	DEEX 8996
349	DEEX 8938	405	DEEX 8998
350	DEEX 8940	406	DEEX 8999
351	DEEX 8941		
352	DEEX 8942		
353	DEEX 8943		
354	DEEX 8944		
355	DEEX 8945		
356	DEEX 8946		
357	DEEX 8947		
358	DEEX 8948		
359	DEEX 8949		
360	DEEX 8950		
361	DEEX 8951		
362	DEEX 8952		
363	DEEX 8953		
364	DEEX 8954		
365	DEEX 8955		
366	DEEX 8956		
367	DEEX 8957		
368	DEEX 8958		
369	DEEX 8959		
370	DEEX 8960		
371	DEEX 8961		
372	DEEX 8962		
373	DEEX 8963		
374	DEEX 8964		
375	DEEX 8965		
376	DEEX 8966		
377	DEEX 8967		
378	DEEX 8968		
379	DEEX 8969		
380	DEEX 8970		
381	DEEX 8971		
382	DEEX 8972		
383	DEEX 8974		
384	DEEX 8975		
385	DEEX 8976		
386	DEEX 8977		
387	DEEX 8978		
388	DEEX 8979		
389	DEEX 8980		
390	DEEX 8981		
391	DEEX 8982		
392	DEEX 8983		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Trust Indenture and Security Agreement with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: Jun 14, 2002

Edward M. Luria
Edward M. Luria